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May 17, 2004

Mary Cottrell, Secretary
Department of Telecommunications and Energy
One South Station, 2nd Floor
Boston, MA 02110

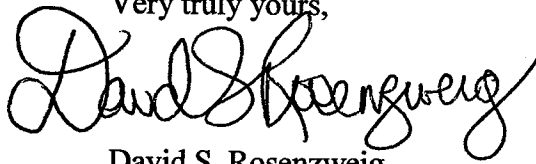
Re: Nantucket Electric Company, D.T.E. 04-10

Dear Ms. Cottrell:

I have enclosed an original and six (6) copies of the Petition of Cape Wind Associates, LLC for limited participant status in the above-referenced proceeding.

Thank you for your attention to this matter.

Very truly yours,



David S. Rosenzweig

Enclosure

cc: Denise Desautels, Hearing Officer
Paige Graening, Esq.
Mitchell Jacobs, Esq.

**COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF TELECOMMUNICATIONS AND ENERGY**

Nantucket Electric Company)
Petition for Determination of Necessity)
And Public Convenience)
Pursuant to G.L. c. 164, § 72)

D.T.E. 04-10

**PETITION OF CAPE WIND ASSOCIATES, LLC FOR
LIMITED PARTICIPANT STATUS**

Pursuant to 220 C.M.R. 1.03, Cape Wind Associates, LLC ("Cape Wind") hereby petitions the Department of Telecommunications and Energy (the "Department") to participate in the above-captioned proceeding as a limited participant. In support thereof, Cape Wind states as follows:

1. Cape Wind is a wholesale generation company as defined by G.L. c. 164, § 1, and it seeks to develop a zero-emission, 420-megawatt wind generation facility in Nantucket Sound. Cape Wind's usual place of business is:

Cape Wind Associates, LLC
75 Arlington Street, Suite 704
Boston, MA 02116

2. Cape Wind, jointly with Commonwealth Electric Company d/b/a NSTAR Electric, currently has a petition for approval of jurisdictional transmission facilities pending before the Energy Facilities Siting Board (the "Siting Board") and the Department pursuant to G.L. c. 164, §§ 69J, 72.
3. Cape Wind's transmission line is designed to follow a route similar to Nantucket Electric Company's ("Nantucket Electric") proposed facilities, with Nantucket Electric's landfall location in the Town of Yarmouth being within the same

general area as Cape Wind's proposed landfall location. Accordingly, close coordination of Nantucket Electric's proposed transmission line and Cape Wind's proposed facilities, during both construction and operation, is appropriate.

4. Moreover, Cape Wind has been instructed in its Massachusetts Environmental Policy Act ("MEPA")/National Environmental Policy Act proceedings by the MEPA Office and the Army Corps of Engineers to consider alternative routing for its proposed submarine transmission line. Indeed, such alternatives, including transmission lines interconnecting with the islands of Nantucket and Martha's Vineyard, were presented by Cape Wind to the Siting Board and the Department during the course of the proceedings in dockets EFSB 02-2 and D.T.E. 02-53.¹ Similarly, Nantucket Electric's February 13th Certificate on its Environmental Notification Form ("ENF") encouraged Nantucket Electric and Cape Wind "to coordinate their proposed activities to minimize potential conflicts and ensure that both cables (when and if permitted) can maintain safe operations" (Nantucket Electric ENF Certificate at 4). To that end, Cape Wind has continued in its evaluation of the benefits of linking its proposed facilities with a cable connection to the island of Nantucket to identify efficiencies that may be possible thereby. Accordingly, Cape Wind has a substantial interest in the Nantucket Electric project, including but not limited to, its routing analysis, assessment of environmental impacts and cost considerations, as have been conducted by Nantucket Electric.

¹ It bears noting that Nantucket Electric asked for, and received, limited-participant status in these related proceedings before the Department and the Siting Board regarding the Cape Wind project.

5. In conducting adjudicatory hearings, the Department "may allow any person showing that he may be substantially and specifically affected by the proceeding to intervene as a party in the whole or any portion of the proceeding, and allow any other interested person to participate by presentation of argument orally or in writing, or for any other limited purpose," as the Department may order. G.L. c. 30A, § 10(4); 220 C.M.R. § 1.03(1)(b).
6. The Department's investigation in this proceeding will delve into construction-related, operational, routing, cost and environmental issues associated with Nantucket Electric's proposed transmission lines. These issues are, in many respects, common to Cape Wind's proposed project and may affect the coordination between the two projects.
7. Good cause exists for allowing this petition because: (1) the procedural conference for the proceeding has not yet been held; and (2) Cape Wind's limited-participant status will not jeopardize the efficiency of the Department's investigation in any way.
8. Accordingly, Cape Wind seeks to participate in this proceeding as a limited participant with rights to receive copies of all pleadings, testimony, discovery requests and responses and to file brief(s) in accordance with the procedural schedule to be established by the Department.

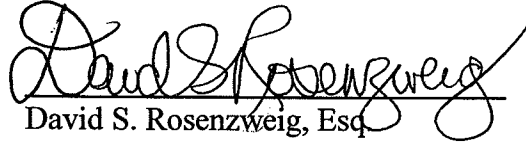
WHEREFORE, for the reasons stated above, Cape Wind respectfully requests that this Petition for limited-participant status in the above-referenced proceeding be granted. Cape Wind hereby notices the appearance of the undersigned counsel. Please

send one copy of all notices, testimony, pleadings and correspondence pertaining to this proceeding to counsel as shown below.

Respectfully Submitted,

CAPE WIND ASSOCIATES, LLC

By its attorneys,

A handwritten signature in black ink, appearing to read "David S. Rosenzweig", written over a horizontal line.

David S. Rosenzweig, Esq.

Erika J. Hafner, Esq.

Keegan, Werlin & Pabian, LLP

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Boston, MA 02110

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Dated: May 17, 2004